

United States Court of Appeals
FOR THE DISTRICT OF COLUMBIA CIRCUIT

No. 84-1600

September Term, 19 86

Shurberg Broadcasting of Hartford, Inc.,

v.

Federal Communications Commission

Astroline Communications Company
Limited Partnership,

Intervenor.

United States Court of Appeals
For the District of Columbia Circuit

FILED JUN 25 1987

GEORGE A. FISHER
CLERK

BEFORE: WALD, Chief Judge; SILBERMAN, Circuit Judge, and MacKINNON,
Senior Circuit Judge

ORDER

Upon all the records, pleadings, and proceedings herein, it is hereby

ORDERED, by the Court, that the record in this case is remanded for
further proceedings.

On remand, the FCC shall take whatever action is appropriate in this case in conformance with its resolution of the issues described in its Notice of Inquiry, MM Docket No. 86-484, 52 Fed. Reg. 596 (1987), provided however, that if the FCC has not made a final determination in the above cited proceeding before the date on which the license at issue in this case would ordinarily be due for renewal, the FCC shall call for and consider competing applications at the appropriate time, and promptly process such applications according to established FCC procedures. See especially 52 Fed. Reg. at 600. If the FCC should initiate a comparative renewal proceeding concerning this license prior to resolution of the matters on MM Docket No. 86-484, in light of the representations made to this Court at the time appellant sought a stay of the FCC's order, the FCC shall conduct such proceedings without according intervenor Astroline Communications Company Limited Partnership any competitive advantage that would ordinarily accompany incumbency.

Per Curiam
For the Court:

George A. Fisher
George A. Fisher,
Clerk

Dissenting Statement of Circuit Judge Silberman attached.

ATTACHMENT D

Application (FCC Form 316) filed by
Astroline Communications Company Limited Partnership
on November 22, 1988

Approved by OMB
3060-0009
Expires 4/30/90

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

APPLICATION FOR CONSENT TO ASSIGNMENT OF
RADIO BROADCAST STATION CONSTRUCTION PERMIT OR
LICENSE OR TRANSFER OF CONTROL OF CORPORATION
HOLDING RADIO BROADCAST STATION CONSTRUCTION
PERMIT OR LICENSE

RECEIVED

APPLICANT SHOULD NOT USE THIS BOX

NOV 22 1983

FCC
SEE SECTION
GENERAL INSTRUCTIONS

- A. This form is to be used when applying for authority for Assignment of a Radio Broadcast Station Construction Permit or License or for Consent to Transfer of Control of Corporation Holding Radio Broadcast Station Construction Permit or License where:
1. There is an assignment from an individual or individuals (including partnerships) to a corporation owned and controlled by such individual or partnerships without any substantial change in their relative interests.
 2. There is an assignment from a corporation to its individual stockholders without effecting any substantial change in the disposition of their interests.
 3. There is an assignment or transfer by which certain stockholders retire, provided that the interest transferred is not a controlling one.
 4. There is a corporate reorganization which involves no substantial change in the beneficial ownership of the corporation.
 5. Where there is an assignment or transfer from a corporation to a wholly owned subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests.
 6. There is an assignment of less than a controlling interest to a partnership.
 7. There is an involuntary transfer to an Executor, Administrator or other court appointed officer caused by death or legal disability. (Note: This form does not cover assignments (or transfers) from the Executor, Administrator or other court appointed officers to the ultimate beneficiary.)
 8. The Commission reserves the right to require refiling of the application on Forms 314 or 315 if in its judgement this form does not apply to the assignment or transfer when approval is sought.
- C. Number exhibits serially in the space provided in the body of the form and list each exhibit in the space provided on the back of this sheet. Date each exhibit.
- D. The names of the applicants shall be the exact corporate names, if corporations; if partnerships, the names of all partners and the names under which the partnerships do business; if unincorporated associations, the names of executive officers, their offices, and names of the associations.
- E. Information called for by this application which is already on file with the Commission need not be refilled in this application provided (1) the information is new on file in another or FCC form filed by or on behalf of these applicants; (2) the information is identified fully by reference to the file number (if any), the FCC form number, and the filing date of the application or other form containing the information and the page or paragraph referred to and (3) after making the reference, the applicants state: "No change since date of filing." Any such reference will be considered to incorporate into this application all information, confidential or otherwise, contained in the application or other form referred to. The incorporated application or other form will thereafter, in its entirety, be open to the public.
- F. This application shall be personally signed by the applicant, if the applicant is an individual, by one of the partners, if the applicant is a partnership; by an officer, if the applicant is a corporation; by a member who is an officer, if the applicant is an unincorporated association; or by the applicant's attorney in case of the applicant's physical disability or of his absence from the United States. The attorney shall, in the event he signs for the applicant, separately set forth the reason why the application is not signed by the applicant. In addition, if any matter is stated on the basis of the attorney's belief only (rather than his knowledge), he shall separately set forth his reasons for believing that such statements are true.
- G. PREPARE AND FILE THREE COPIES OF THIS FORM AND ALL EXHIBITS WITH FEDERAL COMMUNICATIONS COMMISSION, WASHINGTON, D. C. 20554.
- H. BE SURE ALL NECESSARY INFORMATION IS FURNISHED AND ALL PARAGRAPHS ARE FULLY ANSWERED. IF ANY PORTIONS OF THE APPLICATION ARE NOT APPLICABLE, SPECIFICALLY SO STATE. DEFECTIVE OR INCOMPLETE APPLICATIONS MAY BE RETURNED WITHOUT CONSIDERATION.

File No.

1. Application for (Check One)

☒ Consent to Assignment

☐ Consent to Transfer of

2. Name and post office address of assignor (or transferor)

See Exhibit 2

3. Send notices and communications to the following named person at

the post office address indicated Baker & Hostetler,
Linda R. Bocchi, Esq. or Dan J. Alpert, Esq.
Suite 1100, 1050 Connecticut Ave., N.W.
Washington, D. C. 20036

4. Name and post office address of addressee (or transferee)

See Exhibit 2

5. Name and post office address of licensee (or permittee)

Astroline Communications Company, Limited
Partnership
18 Garden Street
Hartford, CT 06105

6. Authorization which is proposed to be assigned or transferred:

Call letters

Location

WHCT-TV

Hartford, CT.

Class of station
(AM-FM-TV)
TV

File Number

870304KI

7. Authorizations of any Remote Pickup, STL, SCA, or other stations held by licensee (or permittee) which are to be assigned or transferred.

Call letters

KCE-21

WRN-75

8. State file numbers of any other pending applications which involve the licensee (or permittee)

N/A

9. Attach as Exhibit No. 1 a full narrative statement of the circumstances leading to the assignment (or transfer) and the reasons therefor. Fill out Item 15 to show the disposition of stock partnership interests both before and after the proposed assignment (or transfer). The name, residence, citizenship and office, if any, of each stockholder (or partner) should also be shown.

10. a. If the assignment (or transfer) is voluntary:

- (1) Attach as Exhibit No. N/A all contracts, agreements or understandings (the substance of oral agreements should be reduced to writing) by which the stock (or other interest) is transferred.

b. If the assignment (or transfer) is involuntary:

- (1) In the case of bankruptcy, or legal disability of the assignor (or transferor), attach as Exhibit No. N/A certified copy of all court orders pertaining to the assignment (or transfer).
(2) In case of death of the assignor (or transferor), attach as Exhibit No. N/A the Will or Letters Testamentary and all pertinent court orders.

11. Attach as Exhibit No. N/A a statement showing the consideration or thing of value, if any, which is to be given for the stock or interest being assigned (or transferred). If the consideration is monetary, this statement should indicate exactly to whom it is being paid.

12. Attach as Exhibit No. N/A a statement showing other broadcast interests of each new stockholder or partner.

13. Does the assignee (or transferee) propose to continue present program policies and schedules without substantial change? Yes ☒ No ☐

If the answer is "No", attach as Exhibit No. N/A a full statement showing a percentage breakdown in terms of types of programs, a composite week breakdown, a specific statement as to the amount of time to be used for commercial programs and a narrative account of new or proposed program policies.

14. In the following table, in all cases, the interest held before and after transfer must be given in terms of percentages. In the case of corporations, the interest must be stated in terms of shares of stock held as well as the percentage equivalent thereof.

NAME AND RESIDENCE OF STOCKHOLDER, PARTNER, ETC. (CITY AND STATE ONLY)	CITIZENSHIP	INTEREST HELD				TOTAL SHARES OUTSTANDING IF A CORPORATION	
		Before Transfer or Assignment		After Transfer or Assignment		Before Transfer or Assignment	After Transfer or Assignment
		Shares	%	Shares	%		
SEE EXHIBIT 2							

15. If legal counsel were employed in the preparation or presentation of this application, give name and mailing address:

For assignor (or transferor): Linda R. Bocchi, Esq.
Baker & Hostetler
1050 Connecticut Avenue, N.W., Suite 1100, Washington, D.C. 20036

For assignee (or transferee): Same

The applicants waive any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request consent to assignment of this license or transfer of control over the licensee corporation in accordance with this application. (See Section 304 of the Communications Act of 1934). The applicants represent that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict. All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The applicants, or the undersigned on the applicants' behalf, state that they endeavored to supply full and correct information as to all matters which are relevant to this application and that they have done so as to all matters within their own knowledge.

CERTIFICATION

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

See Exhibit 2

See Exhibit 2

Name of Assignor (or Transferor): Richard P. Ramirez
 (Signature)
 Title General Partner, Date 11/21/88
Astroline Communications Limited
Partnership

Name of Assignee (or Transferee): Richard P. Ramirez
 (Signature)
 Title General Partner, Astroline Commu- Date 11/21/88
nications Company Limited
Partnership

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose(s) for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Your response is required to obtain this authority. Accordingly, every effort should be made to provide all necessary information.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552 a (a)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

EXHIBITS furnished as required by this form

EXHIBIT NO.	QUESTION NO. OF FORM	NAME OF OFFICER OR EMPLOYEE (1) BY WHOM OR (2) UNDER WHOSE DIRECTION EXHIBIT WAS PREPARED (SHOW WHICH)	OFFICIAL TITLE
1	9	Richard P. Ramirez (2)	General Partner
2	14	Richard P. Ramirez (2)	General Partner

EXHIBIT NO. 1

The current ownership structure of Astroline Communications Company, Limited Partnership, licensee of WHCT-TV, Hartford, Connecticut is as follows:

<u>Name of Partner</u>	<u>Partnership Interest..</u>	<u>Equity Interest</u>	<u>Voting Interest</u>
Richard P. Ramirez	General Partner	21%	78%
WHCT Management, Inc.*	General Partner	6%	22%
Astroline Company**	Limited Partner	58%	0%
Thelma Gibbs	Limited Partner	6%	0%
Martha & Robert Rose	Limited Partner	6%	0%
Terry Planell	Limited Partner	3%	0%

* WHCT Management, Inc.

<u>Name of Stockholder</u>	<u>Officer or Directorship</u>	<u>No. of Shares</u>	<u>% of Shares</u>
Herbert A. Sostek	Chairman of Bd./ C.E.O./Director	200	20%
Fred J. Boling, Jr.	Pres./Treas./ Chief Operating Officer/Director	200	20%
Richard H. Gibbs	V.P./Director	200	20%
Randall L. Gibbs	None	200	20%
Estate of Joel A. Gibbs	None	200	20%
William C. Lance	Clerk	None	None

** Astroline Company

<u>Name of Partner</u>	<u>Partnership/ Interest</u>	<u>Equity Interest</u>	<u>Voting Interest</u>
Herbert A. Sostek	Gen. Partner+	1% g.p.+	25%
	Lim. Partner	19% l.p.	
Fred J. Boling, Jr.	Gen. Partner+	1% g.p.+	25%
	Lim. Partner	19% l.p.	
Richard H. Gibbs	Gen. Partner+	1% g.p.+	25%
	Lim. Partner	19% l.p.	
Randall L. Gibbs	Gen. Partner+	1% g.p.+	25%
	Lim. Partner	19% l.p.	
Estate of Joel A. Gibbs	Lim. Partner	20% l.p.	0%

EXHIBIT NO. 2

The proposed ownership structure of Astroline Communications Company Limited Partnership ("Astroline") is as follows:

<u>Name of Partner</u>	<u>Partnership Interest</u>	<u>Equity Interest</u>	<u>Voting Interest</u>
Richard P. Ramirez	General Partner	21%	78%
WHCT Management, Inc.*	General Partner	9%	22%
Astroline Company, Inc.**	Limited Partner	58%	0%
Thelma Gibbs	Limited Partner	6%	0%
Martha and Robert Rose	Limited Partner	6%	0%

* WHCT Management, Inc.:

<u>Name of Stockholder</u>	<u>Officer or Directorship</u>	<u>No. of Shares</u>	<u>% of Shares</u>
Richard Ramirez	Director	1,000	100%

** Astroline Company, Inc.:

<u>Name of Stockholder</u>	<u>Officer or Directorship</u>	<u>No. of Shares</u>	<u>% of Shares</u>
Herbert A. Sostek	Director	2,000	20%
Fred J. Boling, Jr.	Director & President	2,000	20%
Richard H. Gibbs	Director & Treasurer	2,000	20%
Randall L. Gibbs	None	2,000	20%
Estate of Joel A. Gibbs	None	2,000	20%
William C. Lance	Clerk	None	None

SEE ATTACHED NOTES

NOTES TO EXHIBIT NO. 2

Proposed Transactions

The transfer by the five stockholders of WHCT Management, Inc., to Richard P. Ramirez, of 100% of the outstanding shares of Common Stock of WHCT Management, Inc., and the resignations of all of the current Directors and Officers of WHCT Management, Inc., followed by the election of Richard P. Ramirez as the sole Director and officer of that corporation.

The retirement of Terry Planell as a limited partner of Astroline and the transfer of her 3% equity interest in Astroline to WHCT Management, Inc. Following such transfer, WHCT Management, Inc., will have a 9% equity interest in Astroline.

The retirement of Astroline Company (a Massachusetts limited partnership) as limited partner of Astroline and the transfer of its 58% equity interest to Astroline Company, Inc., followed by the admission of Astroline Company, Inc., as a limited partner of Astroline. Astroline Company, Inc., has as its stockholders the limited and general partners of Astroline Company, each of whom holds the same percentage equity interest in both entities. The sole business purpose of this transaction is to convert Astroline Company from a Massachusetts limited partnership into a Massachusetts corporation.

ATTACHMENT E

Astroline Communications Company Limited Partnership,
1987 IRS Form K-1

Partner's Share of Income, Credits, Deductions, etc.

For calendar year 1987 or fiscal year

Date No. 1045-0004

1987

beginning

1987, and ending

19

Part of the Treasury
Revenue Service

Identifying number ▶ 108-48-3484

Partnership's identifying number ▶ 04-2835780

Partner's name, address, and ZIP code

Partnership's name, address, and Zip code

ORD P. RAMIREZ

ASTROLINE COMMUNICATIONS COMPANY

LIMITED PARTNERSHIP

18 GARDEN STREET

ASTROLINE COMMUNICATIONS CO.

LTD PARTNERSHIP

ORDEN ST HARTFORD, CT 06105

HARTFORD, CT 06105

Is partner a general partner? ☒ Yes ☐ No

If "yes" to Question A(1):

Did this partner materially participate in the trade or business activities of the partnership? (See page 12 of the Form 1065 Instructions. Leave blank if no trade or business activities.)

☒ Yes ☐ No

Did this partner actively participate in the rental real estate activities of the partnership? (See page 13 of the Form 1065 Instructions. Leave blank if no rental real estate activities.)

☐ Yes ☐ No

Partner's share of liabilities

Nonrecourse

Other

What type of entity is this partner? ▶ INDIVIDUAL

Reconciliation of partner's capital account

Capital account at beginning of year

Capital contributed during year

Income (loss) from lines 1, 2, 3, & 4 below

-142,804

-53,311

Income not included in column (c), plus nonexempt income

Less: Losses not included in column (c), plus allowable deductions

17,710

Withdrawals and distributions

Capital account at end of year

-213,82

Instructions: Refer to attached Partner's Instructions for Schedule K-1 (Form 1065) before entering information from this schedule on your tax return.

(a) Distributive share item		(b) Amount	(c) 1040 filers enter the amount in column (b) on
1 Ordinary income (loss) from trade or business activities		-53,311	See Partner's Instructions for Schedule K-1 (Form 1065)
2 Income or loss from rental real estate activities			
3 Income or loss from other rental activities			
4 Portfolio income (loss):			
a Interest			Sch. B, Part I, line 2
b Dividends			Sch. B, Part II, line 4
c Royalties			Sch. E, Part I, line 5
d Net short-term capital gain (loss)			Sch. D, line 5, col. (f) or (g)
e Net long-term capital gain (loss)			Sch. D, line 12, col. (f) or (g)
f Other portfolio income (loss) (attach sch.)			Enter on applicable lines of your return
5 Guaranteed payments			See Partner's Instructions for Schedule K-1 (Form 1065)
6 Net gain (loss) under section 1231 (other than due to casualty or theft)			
7 Other (attach schedule)			Enter on applicable lines of your return
8 Charitable contributions			See Form 1040 Instructions
9 Expense deduction for recovery property (section 179)			See Partner's Instructions for Schedule K-1 (Form 1065)
10 Deductions related to portfolio income			
11 Other (attach schedule)			
12a Credit for income tax withheld			See Form 1040 Instructions
b Low-income housing credit			Form 8586, line 8
c Qualified rehabilitation expenditures related to rental real estate activities (attach schedule)			See Partner's Instructions for Schedule K-1 (Form 1065)
d Credit(s) related to rental real estate activities other than 12b and 12c (attach schedule)			
e Credit(s) related to rental activities other than 12b, 12c, and 12d (attach schedule)			
13 Other credits (attach schedule)			

Paperwork Reduction Act Notice, see Form 1065 Instructions.

Schedule K-1 (Form 1065) 1987

Partner's Share of Income, Credits, Deductions, etc.

For calendar year 1987 or fiscal year

beginning

1987, and ending

19

OMB No. 1545-0046

1987

U.S. Department of the Treasury
Internal Revenue Service

Identifying number ▶ 04-2754875

Name, address, and ZIP code
LINE COMPANY

OHN STREET

NC, MA 01867

Is partner a general partner? ☐ Yes ☒ No

"yes" to Question A(1):

Did this partner materially participate in the trade or business activity(ies) of the partnership? (See page 12 of the Form 1065 Instructions. Leave blank if no trade or business activities.)

☐ Yes ☐ No

Did this partner actively participate in the rental real estate activity(ies) of the partnership? (See page 13 of the Form 1065 Instructions. Leave blank if no rental real estate activities.)

☐ Yes ☐ No

Partner's share of liabilities:

Nonrecourse \$

Other \$

What type of entity is this partner? ▶ PARTNERSHIP

Conciliation of partner's capital account:

Capital account at beginning of year

Net Capital contributed during year

(c) Income (loss) from lines 1, 2, 3, & 4 below

3,955,357 5,996,584 -5,622,415

(d) Income not included in column (c), plus nonexempt income

(e) Losses not included in column (c), plus allowable deductions

1,867,824

(f) Withdrawals and distributions

4,000,000

(g) Capital account at end of year

-1,538,298

Instructions: Refer to attached Partner's Instructions for Schedule K-1 (Form 1065) before entering information from this schedule on your tax return.

(a) Distributive share item	(b) Amount	(c) 1040 filers enter the amount in column (b) on:
1 Ordinary income (loss) from trade or business activity(ies)	-5,622,415	See Partner's Instructions for Schedule K-1 (Form 1065)
2 Income or loss from rental real estate activity(ies)		
3 Income or loss from other rental activity(ies)		
4 Portfolio income (loss):		
a Interest		Sch. B, Part I, line 2
b Dividends		Sch. B, Part II, line 4
c Royalties		Sch. E, Part I, line 5
d Net short-term capital gain (loss)		Sch. D, line 5, col. (f) or (g)
e Net long-term capital gain (loss)		Sch. D, line 12, col. (f) or (g)
f Other portfolio income (loss) (attach sch.)		(Enter on applicable lines of your return)
5 Guaranteed payments		See Partner's Instructions for Schedule K-1 (Form 1065)
6 Net gain (loss) under section 1231 (other than due to casualty or theft)		
7 Other (attach schedule)		(Enter on applicable lines of your return)
8 Charitable contributions		See Form 1040 Instructions
9 Expense deduction for recovery property (section 179)		See Partner's Instructions for Schedule K-1 (Form 1065)
10 Deductions related to portfolio income		
11 Other (attach schedule)		
12a Credit for income tax withheld		See Form 1040 Instructions
b Low-income housing credit		Form 8586, line 8
c Qualified rehabilitation expenditures related to rental real estate activity(ies) (attach schedule)		See Partner's Instructions for Schedule K-1 (Form 1065)
d Credit(s) related to rental real estate activity(ies) other than 12b and 12c (attach schedule)		
e Credit(s) related to rental activity(ies) other than 12b, 12c, and 12d (attach schedule)		
13 Other credits (attach schedule)		

ATTACHMENT F

"Motion for Reconsideration",
filed by Martin W. Hoffman, Trustee
in Astroline Communications Company Limited Partnership,
No. 88-21124 (Bank. CT)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF CONNECTICUT

IN THE MATTER OF:

CHAPTER 7 PROCEEDING

ASTROLINE COMMUNICATIONS COMPANY
LIMITED PARTNERSHIP,

CASE NO. 88-21124

DEBTOR

ASTROLINE CONNECTICUT, INC.,

Movant

Motion No.

v.

MARTIN W. HOFFMAN, TRUSTEE,

Defendant

April 26, 1993

MOTION FOR RECONSIDERATION

Martin W. Hoffman, the duly appointed, qualified and acting Trustee of the above-captioned estate, hereby moves, pursuant to Local Rule of Civil Procedure 9(e), for the Court to reconsider its oral order entered on April 15, 1993 granting Astroline Connecticut, Inc. relief from the automatic stay to file notice of termination of the Lease of 376 Deercliff Road, Avon and West Hartford, Connecticut between the Debtor and Astroline Connecticut, Inc. In support thereof, the Trustee represents the following:

1. On April 14 and 15, 1993, a hearing was held before the Court on the Trustee's Motion for Approval of Assumption

and Assignment of Non-Residential Real Property Lease;
Trustee's Motion to Extend Time to Assume or reject Executory
Contract; Trustee's Notice of Sale and Opportunity to make
Higher Offer; Astroline Connecticut, Inc.'s Motion to Compel
Trustee to Reject Lease; and Objections to the Sale by Robert
& Martha Rose, Alan Shurberg, Astroline Connecticut, Inc., and
Milton Hathaway.

2. On the second day of said hearing, the Court entered a
preliminary order approving the assumption of the Lease of 376
Deercliff Road by the Trustee conditioned upon subsequent
assignment, and also granted Astroline Connecticut, Inc.
relief from the automatic stay upon the oral motion of its
counsel, Robert A. Izard, Esq., and over the objection of the
Trustee.

3. No formal, written motion for relief from the
automatic stay was before the Court.

4. The Trustee did not receive any prior notice of the
oral motion for relief from stay in violation of 11 U.S.C. §
362(d)(2) and F.R.B.P. 4001(a).

5. Astroline Connecticut, Inc. made no showing by
affidavit or verified motion that immediate and irreparable
injury, loss, or damage will result to Astroline Connecticut,
Inc. should relief from stay not be granted. See F.R.B.P.
4001(a)(2).

6. The Trustee was not given an opportunity to argue against the oral motion for relief from stay.

7. On or about April 21, 1993, Astroline Connecticut, Inc. allegedly sent a "Notice of Lease Termination and Lease Termination" to the Trustee, which act would otherwise be in violation of the automatic stay.

WHEREFORE, Martin W. Hoffman, Trustee, respectfully requests that the Court reconsider its oral Order granting Astroline Connecticut, Inc. relief from the automatic stay, and enter an Order revoking the prior oral Order and declaring that all actions by Astroline Connecticut, Inc. subsequent to the oral Order in violation of the automatic stay be declared null and void, and any other further relief as is just.

MARTIN W. HOFFMAN,
TRUSTEE

BY Martin W. Hoffman
Martin W. Hoffman, Esq.
Attorney for the Trustee
50 Columbus Blvd.
Hartford, CT 06106
Tel. (203) 525-4287
Fed. Bar #ct06735

ATTACHMENT G

"Stipulation", entered in
Astroline Connecticut, Inc. v.
Two If By Sea Broadcasting Corporation,
No. SPH-9407-76466
(Sup. Ct., Jud. Dist. of Hartford/New Britain)

ATTACHMENT A

DOCKET NO.: SPH-9407-76466

ASTROLINE CONNECTICUT, INC. : SUPERIOR COURT
:
:
V. : JUDICIAL DISTRICT OF HARTFORD/NEW
:
:
TWO IF BY SEA BROADCASTING : AT HARTFORD HOUSING SESSION
CORPORATION :
:
: APRIL 13, 1995

STIPULATION

The parties herein, subject to approval of the court, agree and stipulate as follows:

1. Judgment of possession may enter in favor of the plaintiff Astroline Connecticut, Inc. with a stay of execution for two years from entry of judgment, - *Apr. 14, 1997. ADL*
2. During the two year stay period, the defendant herein may seek "a right to broadcast" on Channel 18 from the Federal Communications Commission ("FCC") from the tower located on plaintiff's property commonly known as 376 Deercliff Road, Avon, Connecticut. If a right to broadcast is not issued within the two-year period, then the stay of execution shall terminate and plaintiff may file an affidavit with the court

and obtain an execution for taking possession of the property that is the subject of this summary process action.

3. If the FCC issues the defendant a right to broadcast on Channel 18 within the two year stay period (such notice of issuance to be immediately provided to plaintiff), then the plaintiff and defendant shall enter into a lease of space on the tower for the antenna necessary to broadcast on Channel 18, which lease shall include the following specific terms and conditions:

- A. Rent. Rent for the initial lease term shall be established at the fair market rental rate for a commercial television station as of the date the FCC issues the right to broadcast on Channel 18.
- B. Term. The initial term of the lease will be for five years with three five-year options to renew. The rent shall be increased to the then prevailing fair market rent for a similarly situated television antenna space at the commencement of each renewal period. The new rental rates may never fall below the rate set for the initial

term regardless of the fact that the fair market rental rate could decline.

C. Commencement Date for Payment of Rent and Rent Credit.

The initial lease term and initial lease term's monthly rent shall commence on a date the longer of 90 days after the FCC issues the right to broadcast or when the materials required for the installation of the defendant's transmitting facilities are delivered and installed provided that the defendant, within 15 days of issuance of the right to broadcast, provides written proof of when the materials will be made and installed. This time period for manufacture and installation must take no longer than six months from issuance of the right to broadcast. When the initial lease term commences, defendant shall receive a \$65,000.00 credit against the fair market rent due. The \$65,000.00 credit herein is not a credit against the costs of material or installation referenced in this Subparagraph C.

D. Location. The defendant shall have a non-exclusive right to a top mount of the tower for its television antenna.

All costs of materials and installation shall be borne by defendant. If the plaintiff shall obtain another tenant for the topmount before defendant has entered into the lease referred to in paragraph 3, then defendant shall pay the expenses which the pre-existing cotenant or plaintiff incur which are directly related to accommodating the defendant's topmount transmission facility. The defendant shall have the right but not the exclusive right to topmount its transmission facility and shall not pay expenses incurred by a subsequent cotenant who wishes to topmount its transmission facility.


E. Other Provisions of New Lease. The other provisions of the lease shall be mutually agreed to by the parties and shall follow industry standards for a broadcast lease.

4. The parties herein shall provide general releases to each other from all rights and obligations between them that precede this judgment and the parties further agree to withdraw all pending actions or appeals in federal court.


- REC-12-1990 11:24 FROM: [REDACTED] TO: [REDACTED] 1000
5. The lease and purchase option between the parties has been terminated and is of no further force and effect.
 6. The plaintiff shall be responsible for the outstanding and ongoing real estate taxes for its property that is the subject of this action in the Towns of West Hartford and Avon.
 7. Neither this judgment nor the lease contemplated may be assigned by the defendant without plaintiff's prior written consent which shall not be unreasonably withheld.
 8. The plaintiff shall be responsible for procuring all consents, waivers, authorizations and approvals from Martha and Robert Rose necessary to effectuate the terms of this stipulation.
 9. The court shall retain continuing jurisdiction during the stay period to resolve any disputes that may arise in the implementation of the terms and conditions of this stipulated judgment.

DEC-15-1990 11:24 FROM [illegible]

PLAINTIFF
ASTROLINE CONNECTICUT, INC.

BY 
Brian R. Smith
Robinson & Cole
One Commercial Plaza
Hartford, CT 06103-3597
Tel. No.: (203) 275-8200
Juris No.: 50604

DEFENDANT
TWO IF BY SEA BROADCASTING
CORPORATION

BY 
Lawrence Lissitzyn
Reid & Reige, P.C.
One State Street
Hartford, CT 06103
(203) 278-1150
Juris No. 49362

ATTACHMENT H

Copy of Exhibit 3 to Transferee's Portion of
File No. BTCCT-911113KH
(Application for Consent to the Transfer
of Control of the Licensee of Station WTVE(TV),
Reading, Pennsylvania)

APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL
FCC FORM 315
SECTION I, PART I
ITEM 7

EXHIBIT 3

Micheal L. Parker, President and Director of Reading Broadcasting, Inc., is the 100% voting stockholder of Two If By The Sea Broadcasting Corporation. Two If By the Sea Broadcasting Corporation owns 51% of the stock of Massachusetts Channel 46 Corporation, licensee of WHRC(TV), Norwell, Massachusetts.

Mr. Parker has an application pending for a new low power television on Channel 68 at Los Angeles, California (FCC File No. BPTTL-891208ZI).

Mr. Parker held jointly with his wife, Judith Parker, a stock interest in Pacific Rim Broadcasting Co. ("Pacific Rim"), which filed an application to modify its construction permit for KPRR-TV, Channel 14, Honolulu, Hawaii, to operate on Channel 5 (FCC File No. BMPCT-830223KO, MM Docket No. 83-734). The application was dismissed by the Commission with prejudice pursuant to Pacific Rim's request. See Memorandum Opinion and Order, FCC 84M-1202, released March 12, 1984.

Mr. Parker's application for a new commercial television station on Channel 29 at Sacramento, California (FCC File No. BPCT-820824KJ, MM Docket No. 83-66) was dismissed with

prejudice pursuant to his request. See Memorandum Opinion and Order, FCC 83M-1594, released May 17, 1983.

Mr. Parker also was an officer, director and shareholder of Mt. Baker Broadcasting Co. Mt. Baker Broadcasting Co.'s application for extension of time of its construction permit for KORC(TV), Anacortes, Washington (FCC File No. BMPCT-860701KP) was denied. See Memorandum Opinion and Order, FCC 88-234, released August 5, 1988.

Although neither an applicant nor the holder of an interest in the applicant to the proceeding, Mr. Parker's role as a paid independent consultant to San Bernadino Broadcasting Limited Partnership ("SBB"), an applicant for authority to construct a new commercial television station on Channel 30 in San Bernadino, California (MM Docket No. 83-911), was such that the general partner in SBB was held not to be the real-party-in-interest to that applicant and that, for purposes of the comparative analysis of SBB's integration and diversification credit, Mr. Parker was deemed such. See Religious Broadcasting Network et. al., FCC 88R-38, released July 5, 1988. This proceeding was settled in 1990 and Mr. Parker did not receive an interest of any kind in the Sandino Telecasters, Inc., the applicant awarded the construction permit. See Religious Broadcasting Network et. al., FCC 90R-101, released October 31, 1990.

ATTACHMENT I

Copy of Exhibit 3 to Assignee's Portion of
File No. BALIB-920810OM
(Application for Consent to the Assignment of License
of International Short-Wave Station KCBI, Dallas, Texas)